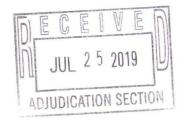
LISKOW&LEWIS

A Professional Law Corporation

1001 Fannin Street Suite 1800 Houston, TX 77002 (713) 651-2900 Main (713) 651-2908 Fax

www.Liskow.com



One Shell Square 701 Poydras Street, Suite 5000 New Orleans, LA 70139 (504) 581-7979 Main (504) 556-4108 Fax 822 Harding Street Post Office Box 52008 Lafayette, LA 70505 (337) 232-7424 Main (337) 267-2399 Fax

Julie Thobae

Direct: (713) 651-2970 jthobae@Liskow.com

July 25, 2019

Our File No: 28043.0020

BY HAND DELIVERY

U.S. Department of the Interior Bureau of Ocean Energy Management Gulf of Mexico OCS Region Adjudication Section 1201 Elmwood Park Boulevard New Orleans, LA 70123-2394 Attention: Yolanda Winslow, Chief

Re:

Non-Required File for OCS-G 27278

Dear Ms. Winslow:

Enclosed please find the following documents that we ask you to file, submitted to you for filing purposes only, in the Non-Required File pertaining to Block 519 Mississippi Canyon, OCS-G 27278:

- 1) PARTIAL RELEASE OF MORTGAGE (FLTL) dated June 7, 2019 by Cantor Fitzgerald Securities, as Substitute Collateral Agent in favor of Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC, (collectively, the "Mortgagor"). Please file in Category 2 Release of Mortgages and Liens;
- 2) <u>State of Louisiana Uniform Commercial Code Amendment UCC-3</u>
 (FLTL) to delete collateral on Initial UCC# 26-373800 Debtors:
 Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore
 LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC

July 25, 2019 Liskow & Lewis

Page 2

and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements; and

3) State of Louisiana Uniform Commercial Code – Amendment UCC-3
(FLTL) to delete collateral on Initial UCC# 26-355049 – Debtors:
Fieldwood Energy LLC and GOM Shelf LLC; and Secured Party:
Cantor Fitzgerald Securities, as Substitute Collateral Agent. Please file
in Category 3 – UCC Filings and Financial Statements.

In order that third persons will be put on notice as to the execution and efficacy of the enclosed documents, please file the documents, together with a copy of this letter in the Non-Required File maintained for the lease, under the category designated above.

Enclosed are the Pay Gov receipts, in the total amount of \$87.00, for payment of the filing fees. I have included a copy of the documents and cover letter to be file-stamped and provided to the bearer of this letter.

If you should have any questions regarding this request, please contact me at (713) 651-2970. Thank you for your assistance in this matter.

Very truly yours,

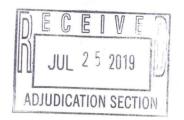
Julie Thobae

Corporate Paralegal

Enclosures

4957256v1

PARTIAL RELEASE OF MORTGAGE (FLTL)



STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below but effective as of the day of , 2019, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

Cantor Fitzgerald Securities, as Substitute Collateral Agent, whose mailing address is 110 59th Street, New York, New York 10022, represented herein by its duly authorized agent ("Collateral Agent")

who, being duly sworn, did declare and say:

Fieldwood Energy LLC, a Delaware limited liability company, GOM Shelf LLC, a Delaware limited liability company, Fieldwood Energy Offshore LLC, a Delaware limited liability company, Bandon Oil and Gas, LP, a Delaware limited partnership, and Dynamic Offshore Resources NS, LLC, a Texas limited liability company (collectively, the "Mortgagor") have requested the Collateral Agent to partially release and cancel that certain Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated as of September 30, 2013, as amended, recorded, *inter alia*, as set forth on Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the record title interest described on Exhibit A hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on Exhibit A hereto (the "Released Oil and Gas Property") and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Property ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INSOFAR and ONLY INSOFAR as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of the Parishes and Counties described on <u>Schedule 1</u> hereto to (a) record this Partial Release in the mortgage records or official records, as applicable, for said Parishes and Counties, (b) cancel in part from the mortgage records or official records, as applicable, of said Parishes and Counties the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded

in said Parishes and Counties. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated First Lien Term Loan Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

SCHEDULE 1 [Recording Information]

 Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective September 30, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish, LA	Mortgage Book 630, Pg. 1, File
	No. 2013-00004580
Baldwin County, AL	Instrument No. 1425124
Mobile County, AL	BK:LR 7088, Page 1201,
	Instrument No. 2013 063204
Hancock County, MS	Deed of Trust Book 2013, Pages
	24711-24911
Harrison County, MS	Instrument # 2013 10678 T-J1
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Harrison County, MS	Instrument # 2013 3611 T-J2
(2)	
Jackson County, MS	#201318029, BK:22, Pages 203-
	403
BOEM	OCS-G 27278

 First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (First Lien) dated effective November 15, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information					
Plaquemines Parish, LA	Mortgage Book 634, Page 503, File No. 2013-00005396					
BOEM	OCS-G 27278					

3. Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective August 16, 2016 by Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information					
Plaquemines Parish, LA	Mortgage Book 693, Page 84, File No. 2016-00003580					
BOEM	OCS-G 27278					

4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien Term Loan) dated effective as of July 9, 2018 from Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC to Citibank, N.A., as Resigning Collateral Agent, and to Peter Graf, as Trustee for the benefit of Cantor Fitzgerald Securities, as Substitute Collateral Agent and to the Substitute Collateral Agent.

Recording Jurisdiction	Recording Information				
Plaquemines Parish	File No. 2018-00002566, Book 732, Page 180				
Baldwin County, AL	Instrument No. 1707455				
Mobile County, AL	Book:LR 7658, Page 144, Instrument No. 2018 040026				
Hancock County, MS	Deed of Trust, Book 2018, Page 15125				
Harrison County, MS (1)	Instrument # 2018-6036-T-J1				
Harrison County, MS (2)	Instrument # 2018-2163-T-J2				
Jackson County, MS	#201813274, Book: 26, Pages 145-188				
BOEM	OCS-G 27278				

EXHIBIT A Released Oil and Gas Properties

A 7.25% Record Title interest to be assigned to Red Willow Offshore, LLC in that certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 2005 executed by the United States of America, as Lessor, Helis Oil & Gas Company, L.L.C., Houston Energy, L.P., and Red Willow Offshore, LLC, as Lessee, bearing Lease No. OCS-G 27278 covering all of Block 519, Mississippi Canyon Area, as shown on OCS Leasing Map La. No. NH 16-10, containing approximately 5,760 acres.

EXHIBIT B UCC3 Forms

STATE OF LOUISIANA

LIMPORM COMMERCIAL CODE -AMENDMENT UCG-3 Impartant - Read instructions Before Completing Form

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PLING OFFICE COPY — UCC FRANCING STATEMENT AMENOMENT (Form UCCL) (Ray, ORGETT)

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Exhibit B

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form

	FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)								
1.	1. Initial Financing Statement File # 26-373800								
2	Termination -Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement								
3.	3. Continuation- Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law								
4.	4. Assignment (full or partial). Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 9.								
5.	5. AMENDMENT (PARTY INFORMATION) This amendment affects Debtor or Secured Party of record. Check only one of these two boxes.								
_	Also check one of the following three boxes and provide appropriate information in items 6 and/or 7. CHANGE name and/or address: Give current record name in item 6a or 6b; also give DELETE name: Give record name ADD name: Complete item 7a or 7b and new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c to be deleted in 8em 6a or 6b item 7c; also complete items 7d-7g (if applicable)								
6.	6a Organization's Name	MATION:							
OR	t 6b Individual's Last Name (a	and Title of Lineage (e.g	g. Jr., Sr., III, if	applicable)	First Name				Middle Name
7.	CHANGED (NEW) OR ADDE	D INFORMATION:							
OR	7a Organization's Name		9						
	7b Individual's Last Name (a	and Title of Lineage (e.	g. Jr., Sr., III, if	applicable)	First Name				Middle Name
	7c Mailing Address City			City		State	Posta	Code	Country
	7d Tax ID #: SSN or EIN Add'l info re Organization: 7e Type of Organization			rganization	7f Jurisdiction of Organization 7g Organization ID if any				
	8. AMENDMENT (Collateral Change): check only one box. Describe collateral change box. The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLTL).								
9.	NAME or SECURED PARTY of Ri which adds collateral or adds the a 9a Organization's Name								
OR	Cantor Fitzgerald Securit	ies, as Collateral Ag	gent						
	9b Individual's Last Name (and Title of Lineage (e,g. Jr., Sr., III), if applicable				First Name		Middle Name		
10	. OPTIONAL FILER REFERENCE	E DATA 28043.0020	(FLTL)						
-	11. NAME AND PHONE OF CONTACT AT FILER (optional) Julie Thobae 713-651-2970								
12	SEND ACKNOWLEDGMENT I Marilyn C. Maloney Liskow and Lewis APLC 1001 Fannin, Suite 1800 Houston, Texas 77002	FO: (Name and Address))		The above space	is for filling	Office	usa opiv	
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